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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
SACRAMENTO DIVISION

In re:

ZACKY FARMS, LLC, a California
limited liability company,

Debtor.

Chapter 11

Case No. 12-37961 (TCH)

**ORDER APPROVING EMPLOYMENT AND RETENTION
OF COHNREZNICK LLP AS FINANCIAL ADVISOR TO OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ZACKY FARMS, LLC
NUNC PRO TUNC TO OCTOBER 22, 2012**

This matter is before the Court on the Application (the "Application") of the Official Committee of Unsecured Creditors of Zacky Farms, LLC (the "Committee") seeking entry of an order authorizing the Committee to retain and employ the accounting and consulting firm of

RECEIVED

October 31, 2012

CLERK, U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
0004512777

12/12

1 CohnReznick LLP (“CohnReznick” or the “Firm”), *nunc pro tunc* to October 22, 2012, as
2 financial advisor to the Committee in the above-captioned case, pursuant to sections 105, 328(a)
3 and 1103(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy
4 Code”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the
5 “Bankruptcy Rules”). Upon consideration of the Application and the accompanying Declaration
6 of Clifford A. Zucker in support thereof, and it appearing that CohnReznick professionals are
7 qualified to provide financial advisory services to the Committee in this Chapter 11 case, and
8 that CohnReznick does not hold or represent any interest adverse to the estate of the above-styled
9 Debtor in the matters for which it is to be employed, and it further appearing that CohnReznick’s
10 employment as financial advisor to the Committee is necessary and in the best interests of the
11 Debtor, its bankruptcy estate and its creditors,

12 It is hereby:

13 **ORDERED**, that the Application is granted as set forth herein; and it is further

14 **ORDERED**, that the Committee is authorized, pursuant to section 1103(b) of the
15 Bankruptcy Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, to
16 retain and employ CohnReznick as financial advisor to the Committee in the above-captioned
17 Chapter 11 case *nunc pro tunc* to October 22, 2012; and it is further

18 **ORDERED**, that CohnReznick shall be compensated for professional services rendered
19 and reimbursement of expenses and other charges incurred by CohnReznick in its capacity as
20 financial advisor to the Committee upon the filing of a proper fee application in accordance with
21 the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of
22 Bankruptcy Procedure, and Orders of this Court; and it is further

23 **ORDERED**, that the Committee is authorized and empowered to take all actions
24 necessary to implement the relief granted in this Order; and it is further

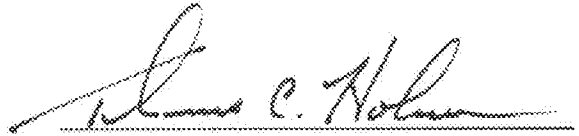
25 **ORDERED**, that the Court shall retain jurisdiction to hear and determine all matters
26 arising from the implementation of this Order; and it is further

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1 **ORDERED**, that if there is any inconsistency between the terms of this Order, the
2 Application and/or Declaration, the terms of this Order shall govern.

3 Dated: November 09, 2012

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7 Thomas C. Holman
8 United States Bankruptcy Judge
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